No new matter will be entered upon entry of this amendment.

REMARKS

Reconsideration and re-examination is respectfully requested.

After entering these amendments, Claims 1-6, 8, 10, 12-16, 18, 20, 22-24 will be pending. Claims 1-6, 8, 10, 12-16, 18 and 20 have been rewritten. The marked-up version of these amendments is found on a separate sheet attached to this amendment and titled "Marked-Up Version of Rewritten Claims". It is respectfully requested that the amendments above be entered before reexamination of the application.

Information Disclosure Statement

Applicants take note of Examiner's comments regarding the listing of references in the specification and submit that an IDS with a proper list of references on PTO Form 1449 will be forthcoming.

Election/Restriction

In response to the restriction requirement, Applicants affirm, with traverse, the election of Group II drawn to benzodiazepines. Claims 1-6, 8, 10-16, 18, 20, and 22-24 are readable thereon.

Applicants respectfully submit that the reasons offered by the Examiner are not sufficient to support a conclusion that the inventions are patentably distinct nor that a serious burden is placed on the Examiner if election is not required. Accordingly, the restriction is believed to be improper withdrawal of the restriction requirement, in whole or in part, is respectfully requested.

According to MPEP §803, restriction is only proper if there are two or more claimed inventions and these inventions "are able to support separate patents and they are either

independent (MPEP §806.04-§806.04(i)) or distinct (MPEP §806.05-§806.05(i))." In addition to being independent or patentably distinct, there must be a serious burden placed on an Examiner if restriction is not required. MPEP §803. However, in MPEP §803.02, an exception to the above restriction definition has been made for Markush-type claims. Applicants submit that the present Restriction Requirement is, in essence, an attempt to ignore the Markush-type claim exception and improperly turn a provisional election of species in a Markush-type claim into a restriction requirement. MPEP §803.02 specifically states that:

> Markush-type claim[s] can include independent and distinct inventions. This is true where two or more of the members are so unrelated and diverse that a prior art reference anticipating the claim with respect to one of the members would not render the claim obvious under 35 U.S.C. 103 with respect to the other member(s). In applications containing claims of that nature, the examiner may require a provisional election of a single species prior to examination on the merits.

In the Official Action, it is stated that the compounds of Groups I-VI have acquired a separate status in the art as shown by their classification and a patent search would not be coextensive. Applicants submit that distinctness is determined by the criteria of MPEP 806.05(c)-(i) and not by status, classification or searches. Furthermore, Applicants submit that all the rings share a common computer searchable property: a cyclic seven membered ring with a cyclic amide bond. Modern searchable techniques can simultaneously account for a second N, O, S and/or double bond in the ring system. Therefore, Applicants submit that the reasons offered by the Examiner are not sufficient to support a conclusion that the inventions are patentably distinct nor that a serious burden is placed on the Examiner if restriction is

not required. Therefore, withdrawal of the restriction requirement is respectfully requested.

Objection of Informalities in the Specification

The objection to the informalities in the specification has been obviated by submitting a replacement sheet of the text of page 2 in its original entirety. Withdrawal of this objection is respectfully requested.

Rejection of Claims 1-6, 8, 10, 12-16, 18, 20 and 22-24 under 35 U.S.C §112, first paragraph

The rejection of Claims 1-6, 8, 10, 12-16, 18, 20 and 22-24 under the first paragraph of 35 U.S.C. § 112 for containing the term "prodrug" has been obviated by the present amendment. Withdrawal of this rejection is respectfully requested.

Rejection of Claims 1-6, 8, 10, 12-16, 18, 20 and 22-24 under 35 U.S.C §112, second paragraph

Examiner has rejected Claims 1-6, 8, 10, 12-16, 18, 20 and 22-24 for reasons a) through aa).

a) Examiner has rejected Claims 1 and 22-24 as being vague and indefinite for containing "at each occurrence" in the definition of R^1 since there is only one R^1 variable. Applicant has amended Claim 1 to delete "at each occurrence" in the definition of R^1. Claims 22-24 depend from Claim 1, respectively. In view of the amendment, Applicant respectfully requests the rejection be withdrawn.

b) Examiner has rejected Claims 1 and 22-24 as being vague and indefinite for containing "C_1-C_6 alkyl Cl" in the definition of R^1. Applicant has amended the typographical error in Claim 1 to add a missing comma between the limitations "C_1-C_6 alkyl" and "Cl" in the definition of R^1. Claims 22-24 depend from Claim 1, respectively. In view of

the amendment, Applicant respectfully requests the rejection be withdrawn.

c) Examiner has rejected Claims 1-6, 8, 10, 12-16, 18, 20 and 22-24 as being vague and indefinite in that the list of substituents for the variables R^{1b}, R^{4b}, R^{5c}, R^{6b}, R^{10b}, R^{11}, R^{11b}, R^{12a}, R^{12b}, and R^{17a} includes trifluoroalkyl which is embraced by haloalkyl. Applicant respectfully submits that there is no per se rule of indefiniteness concerning overlapping members when alternatives are recited in a claim, e.g., members of a Markush group. The mere fact that a compound may be embraced by more than one member of Markush group recited in the claim does not lead to any uncertainty as to the scope of the claim for either examination or infringement purposes. MPEP 2173.05(o). Applicant respectfully submits that the rejection is improper and requests the rejection be withdrawn.

d) Examiner has rejected Claims 1, 2, 12 and 22-24 as being vague and indefinite for containing "C_1-C_4 halothioalkyl-S-" in the definitions of R^{4b}, R^{5c}, R^{11b}, R^{12a} and R^{12b}. Applicants intended the term "halothioalkyl-S-" to be anologous to "haloalkoxy" but clearly demonstrating position of the sulphur atom. Applicants have amended Claim 1 to recite the limitation as "C_1-C_4 haloalkyl-S-" in the definitions of R^{4b}, R^{5c}, R^{11b}, R^{12a} and R^{12b}. Claims 2, 12 and 22-24 depend from Claim 1, respectively. In view of the amendment, Applicant respectfully requests the rejection be withdrawn.

e) Examiner has rejected Claim 4 as being vague and indefinite for missing an "and" before the last definition R^{19}. Applicant has amended Claim 4 to add the missing "and" before the last definition R^{19}. In view of the amendment, Applicant respectfully requests the rejection be withdrawn.

f) Examiner has rejected Claims 5, 6, 8, 10, 15, 16, 18 and 20 for insufficient antecedent basis for the limitation "3 R^{13}'s" in the structural formulae of ring B.

Applicant has amended Claim 5 to be an dependent claim of Claim 3, which provides antecedent basis for the limitation "3 R^{13}'s" in the structural formula of ring B. Claims 6, 8, 10, 15, 16, 18 and 20 depend from Claim 5, respectively. In view of the amendment, Applicants respectfully request the rejection be withdrawn.

g) Examiner has rejected Claims 10 and 20 as being vague and indefinite for containing "$CH_2(CH_3)_2$" in the definition of R^3. Applicant has amended Claims 10 and 20 recite the limitation as "$CH(CH_3)_2$" in the definition of R^3. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

h) Examiner has rejected Claims 10 and 20 for insufficient antecedent basis for the limitation "$CH_2C(CH_3)_3$" in the definition of R^3. Applicant has amended Claims 10 and 20 to cancel the limitation in the definition of R^3. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

i) Examiner has rejected Claims 10 and 20 for insufficient antecedent basis for the limitation "CF_3" in the definition of R^3. Applicant has amended Claims 10 and 20 to cancel the limitation in the definition of R^3. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

j) Examiner has rejected Claims 10 and 20 for insufficient antecedent basis for the limitations "$-CH_2CH=C(CH_3)_2$, $-CH_2CH_2C(CH_3)=CH_2$, $-CH_2CH_2CH=C(CH_3)_2$, cis-$CH_2CH_2CH=C(CH_3)_2$, trans-$CH_2CH_2CH=C(CH_3)_2$" in the definition of R^3. Applicant has amended Claims 10 and 20 to cancel these limitations in the definition of R^3. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

k) Examiner has rejected Claims 10 and 20 for insufficient antecedent basis for the limitation "CF_3" in the definition of R^5. Applicant has amended Claims 10 and 20 to cancel the limitation in the definition of R^5. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

l) Examiner has rejected Claims 10 and 20 for insufficient antecedent basis for the limitations "$-CH_2CH_2CH_2CH{\equiv}CH$, $-CH_2CH_2CH_2CH{\equiv}C(CH_3)$, $-CH_2CH_2CH_2CH{\equiv}C(C_6H_5)$" in the definition of R^5. Applicant has amended Claims 10 and 20 to cancel these limitations in the definition of R^5. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

m) Examiner has rejected Claims 10 and 20 as being vague and indefinite in that there is a definition for the variable R^{10}, however, there is no variable R^{10} in the claims from which these claims depend. Applicant respectfully traverses the rejection. Claims 10 and 20 depend from Claims 8 and 18, respectively, in which Formula (Ie) contains R^{10} attached to the nitrogen atom in the benzodiazepine ring. Withdrawal of the rejection is respectfully requested.

n) Examiner has rejected Claims 10 and 20 as being vague and indefinite in that there is a definition for the variable R^{10}, however, there is no variable R^{11} in the claims from which these claims depend. Applicant respectfully traverses the rejection. Claims 10 and 20 depend from Claims 6 and 16, respectively, in which Formula (Ic) contains R^{11} attached to the carbon atom in the benzodiazepine ring. Withdrawal of the rejection is respectfully requested.

o) Examiner has rejected Claim 12 as being vague and indefinite for missing an "and" before the last definition R^{10a}. Applicant has amended Claim 4 to add the missing "and"

before the last definition R^{10a}. In view of the amendment, Applicant respectfully requests the rejection be withdrawn.

p) Examiner has rejected Claim 14 as being vague and indefinite in that the proviso at the end of the Claim 14 is narrower than the claim from which it depends. Claim 14 depends from Claim 13, wherein substituent Z may be, among other elements, (un)substituted C_1-C_6 alkyl and the proviso limits the definition of Z, when R^{13} is H, to the C_4-C_6 upper limit of (un)substituted C_1-C_6 alkyl. In Claim 14, the definition of Z has been narrowed to, among other elements, include (un)substituted C_1-C_4 alkyl. As such the proviso has been narrowed to be consistent with the new upper limit of the alkyl substituent of Z. In view of the clarification, Applicant respectfully requests the rejection be withdrawn.

q) Examiner has rejected Claim 16 as being vague and indefinite for containing a period at the end of line 11 on page 235 indicating the end of the claim which is not so. Applicant has amended Claim 16 to correct this typographic error. In view of the amendment, Applicant respectfully requests the rejection be withdrawn.

r) Examiner has rejected Claim 18 as being vague and indefinite for containing a period at the end of line 31 on page 242 indicating the end of the claim which is not so. Applicant has amended Claim 18 to correct this typographic error. In view of the amendment, Applicant respectfully requests the rejection be withdrawn.

s) Examiner has rejected Claim 20 for insufficient antecedent basis for the limitation "1-benzimidazolyl" in the definition of Z. Applicant has amended Claim 20 to cancel the limitation in the definition of Z. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

t) Examiner has rejected Claim 20 for insufficient antecedent basis for the limitation "morpholino" in the

definition of Z. Applicant has amended Claim 20 to cancel the limitation in the definition of Z. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

u) Examiner has rejected Claim 20 as being vague and indefinite for containing the limitation "N-piperinyl" in the definition of Z. Applicant has amended Claim 20 to recite the limitation as "N-piperidinyl" in the definition of Z with antecedent basis in the definition of Z and/or R^{12} of Claim 18. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

v) Examiner has rejected Claim 20 for insufficient antecedent basis for the limitation "(1-benzimidazolyl)CH_2-" in the definition of Z. Applicant has amended Claim 20 to cancel the limitation in the definition of Z. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

w) Examiner has rejected Claim 20 for insufficient antecedent basis for the limitation "(morpholino)CH_2-" in the definition of Z. Applicant has amended Claim 20 to cancel the limitation in the definition of Z. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

x) Examiner has rejected Claim 20 as being vague and indefinite for containing the limitation "(N-piperinyl)CH_2-" in the definition of Z. Applicant has amended Claim 20 to recite the limitation as "(N-piperidinyl)CH_2-" in the definition of Z with antecedent basis from Claim 18. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

y) Examiner has rejected Claim 20 for insufficient antecedent basis for the limitation "(1-benzimidazolyl)CH_2CH_2-" in the definition of Z. Applicant has amended Claim 20 to cancel the limitation in the

definition of Z. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

z) Examiner has rejected Claim 20 for insufficient antecedent basis for the limitation "(morpholino)CH_2CH_2-" in the definition of Z. Applicant has amended Claim 20 to cancel the limitation in the definition of Z. In view of the amendments, Applicant respectfully requests the rejection be withdrawn.

aa) Examiner has rejected Claims 23 and 24 as being vague and indefinite. Applicant respectfully traverses the rejection. Whether a claim is invalid under 35 USC 112, second paragraph requires a determination of whether those skilled in the art would understand what is claimed when the claim is read in light of the specification. Applicants provide in the specifiction utility, a general guideline for measuring and assessing utility, and examples sufficient to enable a person of ordinary skill in the art to determine whether compounds of the present invention effect gamma secretase activity and/or beta-amyloid production. Applicants submit that Claims 23 and 24 employ well-known language conventionally used in the art to which the invention pertains and that the scope of the claims is of the same scope as the description of the invention contained in the disclosure, and should not, therefore, be objectionable under 35 USC 112, second paragraph. Furthermore, Applicants submit, extensive human testing is not required. The statutory requirements for a patent only require statistically significant tests with standard experimental models or animals. Applicants disclose in the specification models which represent specific disease against which the claimed compounds are alleged to be effective. Applicants disclose how to test the compounds of the invnetion against the models. Therefore, Applicants assert that one skilled in the art would understand what is claimed when the Claims 23

and 24 are read in light of the specification. Applicants respectfully request the rejection be withdrawn.

Rejection of Claims 1-6, 10-16, 20 and 22 under 35 USC §103.

The Examiner has rejected Claims 1-6, 10-16, 20 and 22 under 35 U.S.C. §103 as being unpatentable over Graham et al., US Patent No. 5,998,407 (US '407). Applicants, respectfully, traverse the rejection on two grounds.

First, Applicants submit that US '407 is not a valid 35 U.S.C. §103 reference. Subject matter of the present application claims priority to US Provisional Application 60/113,588, filed December 24, 1998. The Claims of the present application are substantially similar to the scope of subject matter disclosed in application 60/113,588. US '407 is a valid §103 reference as of December 7, 1999, well after Applicants' claim of priority. Therefore, Applicants respectfully request the rejection be withdrawn.

Second, Applicants submit that US '407 does not teach nor motivate one of ordinary skill in the art to select for the compounds of the instant invention. US '407 discloses amino-benzodiazepines substituted by R^a wherein R^a is a veritable string of alphabetical letters with little if any recognizable chemical significance. R^a is the perfect epitome of lexicography. Nothing in US '407 suggests one skilled in the art to select succinamide from R^a. Buried amongst $(R^8)_rV$-$A^1(CR^{1a}R^{1a})_nA^2(CR^{1a}R^{1a})_n$-$(ZR^9)_u$-$(CR^{1b}R^{1b})_p$-X-, the key to substituent R^a is the substituent Z, wherein Z is a heterocycle. Although Z may be absent, nothing in the specification of US '407 suggests, teaches or motivates one of ordinary skill in the art to select compounds of R^a wherein Z is absent. To the contrary, column 7 teaches the prefered embodiment of R^a to include Z as imidazolyl, all other substituents the same. To the contrary, column 8 teaches the more prefered embodiment of US '407 wherein Z is imidazolyl and V is phenyl. To the contrary, column 9 teaches

the more prefered embodiment of US '407 wherein Z is imidazolyl and V is phenyl. All of the examples of US '407 teach Z to be present as imidazolyl or pyrrolyl, with V as phenyl. Furthermore, nothing in US '407 suggests, teaches or motivates one of ordinary skill in the art to select compounds for the present utility, inhibition of A-beta protein production, gamma secretase nor treatment of Alzheimer's Disease. US '407 teaches benzyl-imidazolyl substituted amino benzodiazepines. There is no suggestion nor motivation in US '407 to select the succinamide compounds of the present invention from the alphabetical string of R^a letters. Thus, it is submitted that the presently claimed compounds are not in any way disclosed, suggested, or made obvious by Graham et al.. Applicants request that the rejection of Claims 1-6, 10-16, 20 and 22 under 35 U.S.C. §103 be withdrawn.

Provisional Rejection of Claims 5, 6, 8, 10-16, 18 and 20 under 35 USC §101.

The Examiner has provisionally rejected Claims 5, 6, 8, 10-16, 18 and 20 under 35 U.S.C. §101 as being unpatentable over copending Application No. 09/469,939. Applicants, respectfully, request that the provisional rejection be held in abeyance until allowable subject in the present application has been found, at which time Applicants will amend accordingly.

Provisional Rejection of Claims 1-4 and 22-24 under the judicially created doctrine of obviousness-type double patenting.

The Examiner has provisionally rejected Claims 1-4 and 22-24 under the judicially created doctrine of obviousness-type double patenting as being unpatentable over copending Application No. 09/469,939. Applicants, respectfully, request that the provisional rejection be held in abeyance

until allowable subject in the present application has been found, at which time Applicants will amend accordingly.

CONCLUSION

The claims of the present invention have been amended to place the Application in form for Allowance. In view of the foregoing, Applicants submit that the application is now in condition for allowance. Reconsideration and allowance is respectfully requested. Notification of such action is earnestly solicited.

Respectfully submitted,

Scott K. Larsen, Ph.D. J.D.
Attorney for Applicants
Registration No. 38,532
Telephone 302/992-2368

July 25, 2001

DuPont Pharmaceuticals Company
C/o Legal-Patents
1007 Market Street
Wilmington, DE 19898

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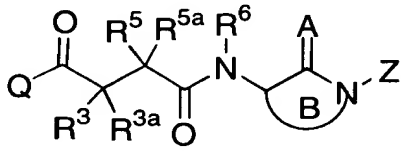
The subject matter to be added is in bold and underlined and the subject matter to be deleted is in bold and has been bracketed with square brackets.

IN THE CLAIMS:

Claims 1-2, 4-6, 8, 10, 12, 15-16, 18 and 20 have been amended as follows:

1. (Amended) A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt **[or prodrug]** thereof, wherein:

A is O or S;

Q is $-NR^1R^2$;

R^1**[,at each occurrence, is independently]** **is** selected from:
H;
C_1-C_6 alkyl substituted with 0-3 R^{1a};
C_3-C_{10} carbocycle substituted with 0-3 R^{1b};
C_6-C_{10} aryl substituted with 0-3 R^{1b}; and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{1b};

R^{1a}, at each occurrence, is independently selected from H,
C_1-C_6 alkyl, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3;
C_3-C_{10} carbocycle substituted with 0-3 R^{1b};
C_6-C_{10} aryl substituted with 0-3 R^{1b}; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{1b};

R^{1b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_6 haloalkyl, and C_1-C_4 haloalkoxy;

R^2 is independently selected from H, C_1-C_6 alkyl, C_3-C_{10} carbocycle, C_6-C_{10} aryl, and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur;

R^3 is $-(CR^7R^{7a})_n-R^4$,
$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-S(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-S(=O)_2-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-C(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})C(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-C(=O)N(R^{7b})-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})S(=O)_2-(CR^7R^{7a})_m-R^4$, or
$-(CR^7R^{7a})_n-S(=O)_2N(R^{7b})-(CR^7R^{7a})_m-R^4$;

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

R^{3a} is H, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_2-C_4 alkenyl or C_2-C_4 alkenyloxy;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},

C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 halo**[thio]**alkyl-S-;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_2-C_4 alkenyl, or C_2-C_4 alkenyloxy;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 halo**[thio]**alkyl-S-;

R^6 is H;
C_1-C_6 alkyl substituted with 0-3 R^{6a};
C_3-C_{10} carbocycle substituted with 0-3 R^{6b}; or
C_6-C_{10} aryl substituted with 0-3 R^{6b};

R^{6a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, aryl or CF_3;

R^{6b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H and C_1-C_4 alkyl;

Ring B is a 7 membered lactam or thiolactam,
wherein the lactam or thiolactam is saturated, partially saturated or unsaturated;
wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R^{11}; and,
optionally, the lactam or thiolactam contains a heteroatom selected from -O-, -S-, -S(=O)-, -$S(=O)_2$-, -N=, -NH-, and -$N(R^{10})$-;

additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R^{13};

additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R^{13};

additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocycle substituted with 0-3 R^{13};

R^{10} is H, C(=O)R^{17}, C(=O)OR^{17}, C(=O)$NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$;
C_1-C_6 alkyl optionally substituted with 0-3 R^{10a};
C_6-C_{10} aryl substituted with 0-4 R^{10b};
C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or aryl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^{11}, at each occurrence, is independently selected from H, C_1-C_4 alkoxy, Cl, F, Br, I, =O, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3;
phenyl substituted with 0-3 R^{11b};
C_3-C_6 cycloalkyl substituted with 0-3 R^{11b}; and
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 halo**[thio]**alkyl-S-;

Z is H;
C_1-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a};
C_2-C_4 alkynyl substituted with 0-3 R^{12a};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, $-C(=O)NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, or C_1-C_4 halo**[thio]**alkyl-S-;

R^{12b}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 halo**[thio]**alkyl-S-;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, or C_3-C_6 cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or $-CH_2$-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-; and

R^{19}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,

$(C_1\text{-}C_6$ alkyl)-C(=O)-, and $(C_1\text{-}C_6$ alkyl)-$S(=O)_2$-;

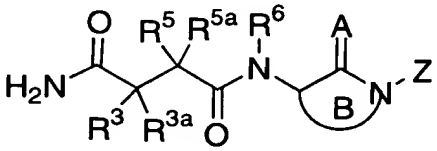
provided, when R^{13} is H,
then Z is H;
$C_4\text{-}C_8$ alkyl substituted with 1-3 R^{12};
$C_2\text{-}C_4$ alkenyl substituted with 1-3 R^{12};
$C_2\text{-}C_4$ alkynyl substituted with 1-3 R^{12};
$C_1\text{-}C_8$ alkyl substituted with 0-3 R^{12a};
$C_2\text{-}C_4$ alkenyl substituted with 0-3 R^{12a}; or
$C_2\text{-}C_4$ alkynyl substituted with 0-3 R^{12a}; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R^{10})-6,6,7,7-tetra(R^{11})-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R^{13} is H; then

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$,
$S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$; or
$C_1\text{-}C_6$ alkyl optionally substituted with 0-3 R^{10a};

R^{10a}, at each occurrence, is independently selected from H, $C_1\text{-}C_6$ alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, and CF_3.

2. (Amended) A compound, according to Claim 1, of Formula (Ia):



(Ia)

or a pharmaceutically acceptable salt **[or prodrug]** thereof, wherein:

Z is H;
$C_1\text{-}C_8$ alkyl substituted with 0-3 R^{12a};

C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a}.

4. (Amended) A compound according to Claim 3 of Formula (Ia) wherein:

R^3 is $-(CHR^7)_n-R^4$,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_4 alkyl substituted with 0-2 R^{4a},
C_2-C_4 alkenyl substituted with 0-2 R^{4a},
C_2-C_4 alkynyl substituted with 0-1 R^{4a},
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, F, Cl, Br, I, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3,

$S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_4 alkyl substituted with 0-3 R^{5b};
C_2-C_4 alkenyl substituted with 0-3 R^{5b};
C_2-C_4 alkynyl substituted with 0-3 R^{5b};

R^{5a} is H, methyl, ethyl, propyl, or butyl;

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, Cl, F, Br, I, =O;
C_3-C_6 carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^6 is H;

R^7, at each occurrence, is independently selected from H, F, CF_3, methyl, and ethyl;

Ring B is a 7 membered lactam or thiolactam,
wherein the lactam or thiolactam is saturated, partially saturated or unsaturated;
wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R^{11}; and,

optionally, the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and -N(R^{10})-;

additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-2 R^{13};

additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-2 R^{13};

additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocycle substituted with 0-2 R^{13};

R^{10} is H, C(=O)R^{17}, C(=O)OR^{17};
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, C_1-C_3 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

R^{11}, at each occurrence, is independently selected from

H, C_1-C_4 alkoxy, Cl, F, =O, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_4 alkyl, or C_2-C_4 alkoxyalkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

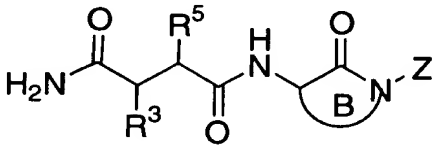
R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or $-CH_2$-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; **and**

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

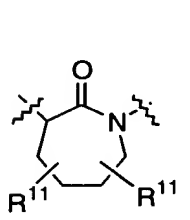
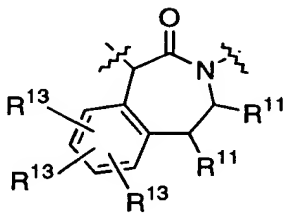
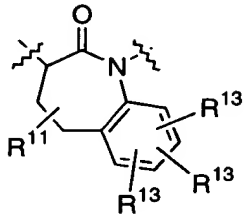
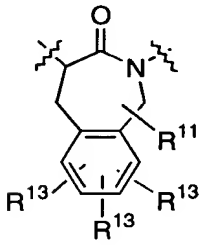
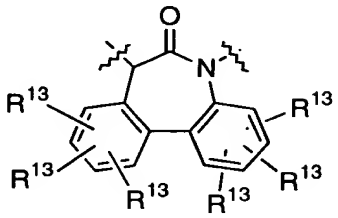
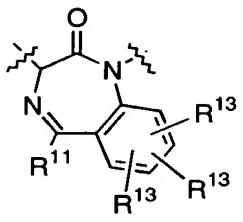
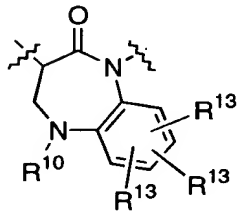
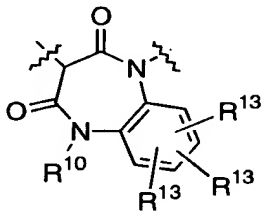
5. (Amended) A compound of Claim **[4]3** of Formula (Ib):



(Ib)

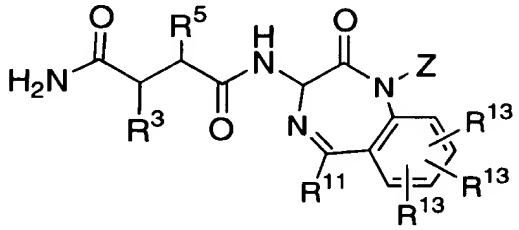
or a pharmaceutically acceptable salt **[or prodrug]** thereof wherein:

Ring B is selected from:

, and .

6. (Amended) A compound according to Claim 5 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt **[or prodrug]** thereof wherein

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{11}, at each occurrence, is independently selected from
H, =O, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; and
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, Cl, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from

H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

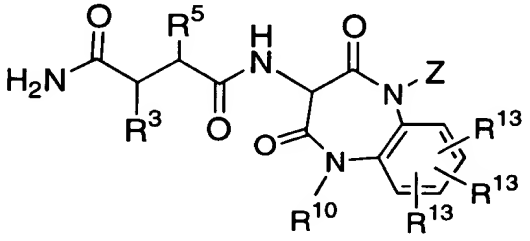
R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

8. (Amended) A compound according to Claim 5 of Formula (Ie):



(Ie)

or a pharmaceutically acceptable salt **[or prodrug]** thereof wherein:

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{10a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, OR^{14}, Cl, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH_2-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

10. (Amended) A compound, according to one of Claims 6, 7, 8, or 9, wherein:

R^3 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH_2CH_2CH_2CH_3$, $-CH$**[**$_2$**]**$(CH_3)_2$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, **[**$-CH_2C(CH_3)_3$**,** $-CF_3$**,]** $-CH_2CF_3$, $-CH_2CH_2CF_3$, $-CH_2CH_2CH_2CF_3$, $-CH=CH_2$, $-CH_2CH=CH_2$, $-CH_2C(CH_3)=CH_2$, **[**$-CH_2CH=C(CH_3)_2$**,]** $-CH_2CH_2CH=CH_2$, **[**$-CH_2CH_2C(CH_3)=CH_2$**,** $-CH_2CH_2CH=C(CH_3)_2$**,]** cis-$CH_2CH=CH(CH_3)$, **[**cis-$CH_2CH_2CH=CH(CH_3)$**,]** trans-$CH_2CH=CH(CH_3)$**[,** trans-$CH_2CH_2CH=CH(CH_3)$**]**; $-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$, cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-, cyclohexyl-CH_2-, cyclopropyl-CH_2CH_2-, cyclobutyl-CH_2CH_2-, cyclopentyl-CH_2CH_2-, cyclohexyl-CH_2CH_2-, phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-, (2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2-, (2,3-diF-phenyl)CH_2-, (2,4-diF-phenyl)CH_2-, (2,5-diF-phenyl)CH_2-, (2,6-diF-phenyl)CH_2-, (3,4-diF-phenyl)CH_2-, (3,5-diF-phenyl)CH_2-, (2,3-diCl-phenyl)CH_2-, (2,4-diCl-phenyl)CH_2-, (2,5-diCl-phenyl)CH_2-, (2,6-diCl-phenyl)CH_2-, (3,4-diCl-phenyl)CH_2-, (3,5-diCl-phenyl)CH_2-, (3-F-4-Cl-phenyl)CH_2-, (3-F-5-Cl-phenyl)CH_2-, (3-Cl-4-F-phenyl)CH_2-, phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-, (4-F-phenyl)CH_2CH_2-, (2-Cl-phenyl)CH_2CH_2-, (3-Cl-phenyl)CH_2CH_2-, (4-Cl-phenyl)CH_2CH_2-, (2,3-diF-phenyl)CH_2CH_2-, (2,4-diF-phenyl)CH_2CH_2-, (2,5-diF-phenyl)CH_2CH_2-, (2,6-diF-phenyl)CH_2CH_2-, (3,4-diF-phenyl)CH_2CH_2-, (3,5-diF-phenyl)CH_2CH_2-, (2,3-diCl-phenyl)CH_2CH_2-, (2,4-diCl-phenyl)CH_2CH_2-,

(2,5-diCl-phenyl)CH_2CH_2-, (2,6-diCl-phenyl)CH_2CH_2-,
(3,4-diCl-phenyl)CH_2CH_2-, (3,5-diCl-phenyl)CH_2CH_2-,
(3-F-4-Cl-phenyl)CH_2CH_2-, or (3-F-5-Cl-phenyl)CH_2CH_2-,

R^5 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH_2CH_2CH_2CH_3$,
$-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2C(CH_3)_3$,
$-CH_2CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_2CH_3$, $-CH_2CH(CH_3)CH_2CH_3$,
$-CH_2CH_2CH(CH_3)_2$, $-CH(CH_2CH_3)_2$, **[$-CF_3$,]** $-CH_2CF_3$, $-CH_2CH_2CF_3$,
$-CH_2CH_2CH_2CF_3$, $-CH_2CH_2CH_2CH_2CF_3$, $-CH=CH_2$, $-CH_2CH=CH_2$,
$-CH=CHCH_3$, cis-$CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(CH_3)$,
trans-$CH_2CH=CH(C_6H_5)$, $-CH_2CH=C(CH_3)_2$, cis-$CH_2CH=CHCH_2CH_3$,
trans-$CH_2CH=CHCH_2CH_3$, cis-$CH_2CH_2CH=CH(CH_3)$,
trans-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH=CHCH_2(C_6H_5)$,
$-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$, $-CH_2C\equiv C(C_6H_5)$,
$-CH_2CH_2C\equiv CH$, $-CH_2CH_2C\equiv C(CH_3)$, $-CH_2CH_2C\equiv C(C_6H_5)$,
[$-CH_2CH_2CH_2C\equiv CH$, $-CH_2CH_2CH_2C\equiv C(CH_3)$, $-CH_2CH_2CH_2C\equiv C(C_6H_5)$]
cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-,
cyclohexyl-CH_2-, (2-CH_3-cyclopropyl)CH_2-,
(3-CH_3-cyclobutyl)CH_2-,
cyclopropyl-CH_2CH_2-, cyclobutyl-CH_2CH_2-,
cyclopentyl-CH_2CH_2-, cyclohexyl-CH_2CH_2-,
(2-CH_3-cyclopropyl)CH_2CH_2-, (3-CH_3-cyclobutyl)CH_2CH_2-,
phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
(4-F-phenyl)CH_2-, furanyl-CH_2-, thienyl-CH_2-,
pyridyl-CH_2-, 1-imidazolyl-CH_2-, oxazolyl-CH_2-,
isoxazolyl-CH_2-,
phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
(4-F-phenyl)CH_2CH_2-, furanyl-CH_2CH_2-, thienyl-CH_2CH_2-,
pyridyl-CH_2CH_2-, 1-imidazolyl-CH_2CH_2-, oxazolyl-CH_2CH_2-,
isoxazolyl-CH_2CH_2-**[,]**;

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl,
s-butyl, t-butyl, or allyl;

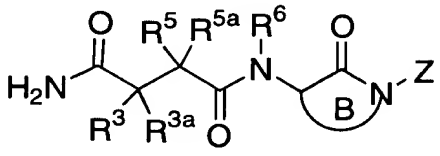
R^{10} is H, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,

4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, or
(4-CF_3-phenyl)CH_2CH_2-;

R^{11}, at each occurrence, is independently selected from
H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,
3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-,
2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,
4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R^{13}, at each occurrence, is independently selected from
H, F, Cl, OH, -CH_3, -CH_2CH_3, -OCH_3, or -CF_3.

12. (Amended) A compound, according to Claim 1, of Formula (Ia):



(Ia)

or a pharmaceutically acceptable salt **[or prodrug]** thereof, wherein:

Z is C_1-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};

C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

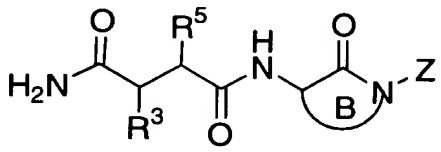
provided, when R^{13} is H,
then Z is C_4-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12}; or
C_2-C_4 alkynyl substituted with 1-3 R^{12}; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R^{10})-6,6,7,7-tetra(R^{11})-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R^{13} is H; then

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$; or
C_1-C_6 alkyl optionally substituted with 0-3 R^{10a}; **and**

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, and CF_3.

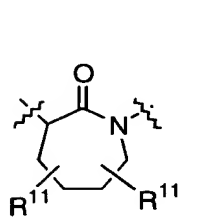
15. (Amended) A compound of Claim 14 of Formula (Ib):



(Ib)

or a pharmaceutically acceptable salt **[or prodrug]** thereof wherein:

Ring B is selected from: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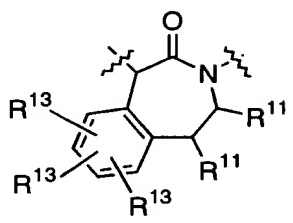
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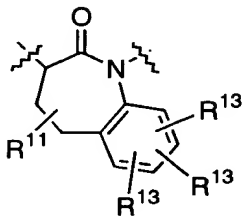
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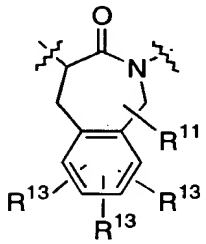
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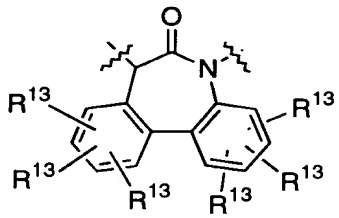
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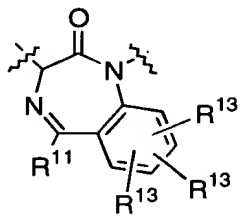
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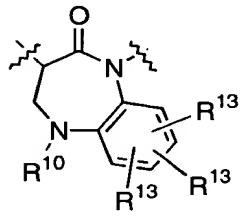
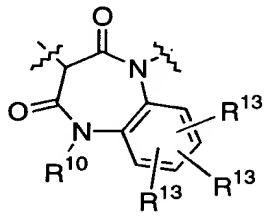

, and

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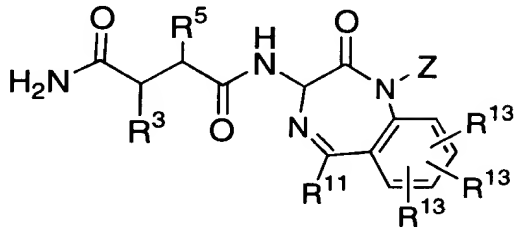
16. (Amended) A compound according to Claim 15 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt **[or prodrug]** thereof wherein

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl,

pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{11}, at each occurrence, is independently selected from
H, =O, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, Cl, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is C_1-C_3 alkyl substituted with 1-3 R^{12};
C_2-C_3 alkenyl substituted with 1-3 R^{12};
C_2-C_3 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};

C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

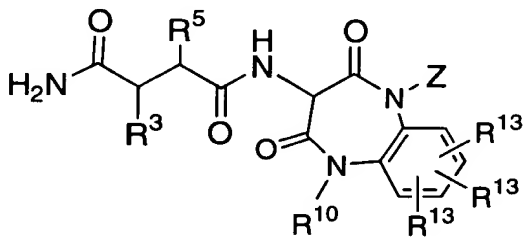
R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl**[.]**;

provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12}; or
C_2-C_3 alkynyl substituted with 1-3 R^{12}.

18. (Amended) A compound according to Claim 15 of Formula (Ie):



(Ie)

or a pharmaceutically acceptable salt **[or prodrug]** thereof wherein:

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl,

pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{10a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, OR^{14}, Cl, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3;

Z is C_1-C_3 alkyl substituted with 1-3 R^{12};
C_2-C_3 alkenyl substituted with 1-3 R^{12};
C_2-C_3 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH_2-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl**[.]**;

provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12}; or
C_2-C_3 alkynyl substituted with 1-3 R^{12}.

20. (Amended) A compound according to one of Claims 16, 17, 18, 19, wherein:

R^3 is -CH_3, -CH_2CH_3, -$CH_2CH_2CH_3$, -$CH_2CH_2CH_2CH_3$, -CH**[2]**$(CH_3)_2$, -$CH(CH_3)CH_2CH_3$, -$CH_2CH(CH_3)_2$, **[-$CH_2C(CH_3)_3$, -CF_3,]** -CH_2CF_3, -$CH_2CH_2CF_3$, -$CH_2CH_2CH_2CF_3$, -CH=CH_2, -CH_2CH=CH_2, -$CH_2C(CH_3)$=CH_2, **[-CH_2CH=$C(CH_3)_2$,]** -CH_2CH_2CH=CH_2, **[-$CH_2CH_2C(CH_3)$=CH_2, -CH_2CH_2CH=$C(CH_3)_2$,]** cis-CH_2CH=$CH(CH_3)$, **[cis-CH_2CH_2CH=$CH(CH_3)$,]** trans-CH_2CH=$CH(CH_3)$**[, trans-CH_2CH_2CH=$CH(CH_3)$]**; -C≡CH, -CH_2C≡CH, -CH_2C≡$C(CH_3)$,

cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-, cyclohexyl-CH_2-, cyclopropyl-CH_2CH_2-, cyclobutyl-CH_2CH_2-, cyclopentyl-CH_2CH_2-, cyclohexyl-CH_2CH_2-, phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-, (2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2-, (2,3-diF-phenyl)CH_2-, (2,4-diF-phenyl)CH_2-, (2,5-diF-phenyl)CH_2-, (2,6-diF-phenyl)CH_2-, (3,4-diF-phenyl)CH_2-, (3,5-diF-phenyl)CH_2-, (2,3-diCl-phenyl)CH_2-, (2,4-diCl-phenyl)CH_2-, (2,5-diCl-phenyl)CH_2-, (2,6-diCl-phenyl)CH_2-, (3,4-diCl-phenyl)CH_2-, (3,5-diCl-phenyl)CH_2-, (3-F-4-Cl-phenyl)CH_2-, (3-F-5-Cl-phenyl)CH_2-, (3-Cl-4-F-phenyl)CH_2-, phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-, (4-F-phenyl)CH_2CH_2-, (2-Cl-phenyl)CH_2CH_2-, (3-Cl-phenyl)CH_2CH_2-, (4-Cl-phenyl)CH_2CH_2-, (2,3-diF-phenyl)CH_2CH_2-, (2,4-diF-phenyl)CH_2CH_2-, (2,5-diF-phenyl)CH_2CH_2-, (2,6-diF-phenyl)CH_2CH_2-, (3,4-diF-phenyl)CH_2CH_2-, (3,5-diF-phenyl)CH_2CH_2-, (2,3-diCl-phenyl)CH_2CH_2-, (2,4-diCl-phenyl)CH_2CH_2-, (2,5-diCl-phenyl)CH_2CH_2-, (2,6-diCl-phenyl)CH_2CH_2-, (3,4-diCl-phenyl)CH_2CH_2-, (3,5-diCl-phenyl)CH_2CH_2-, (3-F-4-Cl-phenyl)CH_2CH_2-, or (3-F-5-Cl-phenyl)CH_2CH_2-,

R^5 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2C(CH_3)_3$, $-CH_2CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_2CH_3$, $-CH_2CH(CH_3)CH_2CH_3$, $-CH_2CH_2CH(CH_3)_2$, $-CH(CH_2CH_3)_2$, **[$-CF_3$,]** $-CH_2CF_3$, $-CH_2CH_2CF_3$, $-CH_2CH_2CH_2CF_3$, $-CH_2CH_2CH_2CH_2CF_3$, $-CH=CH_2$, $-CH_2CH=CH_2$, $-CH=CHCH_3$, cis-$CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(C_6H_5)$, $-CH_2CH=C(CH_3)_2$, cis-$CH_2CH=CHCH_2CH_3$, trans-$CH_2CH=CHCH_2CH_3$, cis-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH=CHCH_2(C_6H_5)$, $-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$, $-CH_2C\equiv C(C_6H_5)$, $-CH_2CH_2C\equiv CH$, $-CH_2CH_2C\equiv C(CH_3)$, $-CH_2CH_2C\equiv C(C_6H_5)$,

[-$CH_2CH_2CH_2C{\equiv}CH$, -$CH_2CH_2CH_2C{\equiv}C(CH_3)$, -$CH_2CH_2CH_2C{\equiv}C(C_6H_5)$]
cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-,
cyclohexyl-CH_2-, (2-CH_3-cyclopropyl)CH_2-,
(3-CH_3-cyclobutyl)CH_2-,
cyclopropyl-CH_2CH_2-, cyclobutyl-CH_2CH_2-,
cyclopentyl-CH_2CH_2-, cyclohexyl-CH_2CH_2-,
(2-CH_3-cyclopropyl)CH_2CH_2-, (3-CH_3-cyclobutyl)CH_2CH_2-,
phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
(4-F-phenyl)CH_2-, furanyl-CH_2-, thienyl-CH_2-,
pyridyl-CH_2-, 1-imidazolyl-CH_2-, oxazolyl-CH_2-,
isoxazolyl-CH_2-,
phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
(4-F-phenyl)CH_2CH_2-, furanyl-CH_2CH_2-, thienyl-CH_2CH_2-,
pyridyl-CH_2CH_2-, 1-imidazolyl-CH_2CH_2-, oxazolyl-CH_2CH_2-,
isoxazolyl-CH_2CH_2-**[,]**;

Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl,
2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl,
2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,
3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,
2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,
3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,
3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,
3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,
4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,
2-CF_3O-phenyl, 3-CF_3O-phenyl, 4-CF_3O-phenyl,
furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,
[1-benzimidazolyl,]
cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
[morpholino,] N-**[piperinyl]piperidinyl**,
phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
(4-F-phenyl)CH_2-, (2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-,
(4-Cl-phenyl)CH_2-, (2,3-diF-phenyl)CH_2-,
(2,4-diF-phenyl)CH_2-, (2,5-diF-phenyl)CH_2-,
(2,6-diF-phenyl)CH_2-, (3,4-diF-phenyl)CH_2-,

(3,5-diF-phenyl)CH_2-, (2,3-diCl-phenyl)CH_2-,
(2,4-diCl-phenyl)CH_2-, (2,5-diCl-phenyl)CH_2-,
(2,6-diCl-phenyl)CH_2-, (3,4-diCl-phenyl)CH_2-,
(3,5-diCl-phenyl)CH_2-, (3-F-4-Cl-phenyl)CH_2-,
(3-F-5-Cl-phenyl)CH_2-, (3-Cl-4-F-phenyl)CH_2-,
(2-MeO-phenyl)CH_2-, (3-MeO-phenyl)CH_2-,
(4-MeO-phenyl)CH_2-, (2-Me-phenyl)CH_2-,
(3-Me-phenyl)CH_2-, (4-Me-phenyl)CH_2-,
(2-MeS-phenyl)CH_2-, (3-MeS-phenyl)CH_2-,
4-MeS-phenyl)CH_2-, (2-CF_3O-phenyl)CH_2-,
(3-CF_3O-phenyl)CH_2-, (4-CF_3O-phenyl)CH_2-,
(furanyl)CH_2-,(thienyl)CH_2-, (pyridyl)CH_2-,
(2-Me-pyridyl)CH_2-, (3-Me-pyridyl)CH_2-,
(4-Me-pyridyl)CH_2-, (1-imidazolyl)CH_2-,
(oxazolyl)CH_2-, (isoxazolyl)CH_2-,
[(1-benzimidazolyl)CH_2-,] (cyclopropyl)CH_2-,
(cyclobutyl)CH_2-, (cyclopentyl)CH_2-,
(cyclohexyl)CH_2-, **[(morpholino)CH_2-,]** (N-**[pipridinyl]**
piperidinyl)CH_2-,

phenyl-CH_2CH_2-, (phenyl)$_2CHCH_2$-, (2-F-phenyl)CH_2CH_2-,
(3-F-phenyl)CH_2CH_2-, (4-F-phenyl)CH_2CH_2-,
(2-Cl-phenyl)CH_2CH_2-, (3-Cl-phenyl)CH_2CH_2-,
(4-Cl-phenyl)CH_2CH_2-, (2,3-diF-phenyl)CH_2CH_2-,
(2,4-diF-phenyl)CH_2CH_2-, (2,5-diF-phenyl)CH_2CH_2-,
(2,6-diF-phenyl)CH_2CH_2-, (3,4-diF-phenyl)CH_2CH_2-,
(3,5-diF-phenyl)CH_2CH_2-, (2,3-diCl-phenyl)CH_2CH_2-,
(2,4-diCl-phenyl)CH_2CH_2-, (2,5-diCl-phenyl)CH_2CH_2-,
(2,6-diCl-phenyl)CH_2CH_2-, (3,4-diCl-phenyl)CH_2CH_2-,
(3,5-diCl-phenyl)CH_2CH_2-, (3-F-4-Cl-phenyl)CH_2CH_2-,
(3-F-5-Cl-phenyl)CH_2CH_2-, (3-Cl-4-F-phenyl)CH_2CH_2-,
(2-MeO-phenyl)CH_2CH_2-, (3-MeO-phenyl)CH_2CH_2-,
(4-MeO-phenyl)CH_2CH_2-, (2-Me-phenyl)CH_2CH_2-,
(3-Me-phenyl)CH_2CH_2-, (4-Me-phenyl)CH_2CH_2-,
(2-MeS-phenyl)CH_2CH_2-, (3-MeS-phenyl)CH_2CH_2-,
(4-MeS-phenyl)CH_2CH_2-, (2-CF_3O-phenyl)CH_2CH_2-,

(3-CF_3O-phenyl)CH_2CH_2-, (4-CF_3O-phenyl)CH_2CH_2-, (furanyl)CH_2CH_2-, (thienyl)CH_2CH_2-, (pyridyl)CH_2CH_2-, (2-Me-pyridyl)CH_2CH_2-, (3-Me-pyridyl)CH_2CH_2-, (4-Me-pyridyl)CH_2CH_2-, (imidazolyl)CH_2CH_2-, (oxazolyl)CH_2CH_2-, (isoxazolyl)CH_2CH_2-, **[(benzimidazolyl)CH_2CH_2-,]** (cyclopropyl)CH_2CH_2-, (cyclobutyl)CH_2CH_2-, (cyclopentyl)CH_2CH_2-, (cyclohexyl)CH_2CH_2-, **[(morpholino)CH_2CH_2-,]** or (N-**[pipridinyl]**<u>**piperidinyl**</u>)CH_2CH_2-;

R^{10} is H, methyl, ethyl, phenyl, benzyl, phenethyl, 4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-, 4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-, 4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-, 4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, or (4-CF_3-phenyl)CH_2CH_2-;

R^{11}, at each occurrence, is independently selected from H, =O, methyl, ethyl, phenyl, benzyl, phenethyl, 4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-, 3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-, 2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-, 4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-, 3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-, 4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-, 3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-, 4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-, pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R^{13}, at each occurrence, is independently selected from H, F, Cl, OH, -CH_3, -CH_2CH_3, -OCH_3, or -CF_3.